

NEW RELIC INC

Form 4

August 14, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cirne Lewis

(Last) (First) (Middle)

C/O NEW RELIC, INC., 188
SPEAR ST., STE. 1200

(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

NEW RELIC INC [NEWR]

3. Date of Earliest Transaction
(Month/Day/Year)

06/09/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/09/2015		J	188 ⁽¹⁾	A \$ 0 188	D	
Common Stock	08/07/2015		G	V 1,000,000	D \$ 0 9,848,974	I	By Trust ⁽²⁾
Common Stock	08/13/2015		S	43,694 ⁽³⁾	D \$ 35 ⁽⁴⁾ 9,805,280	I	By Trust ⁽²⁾
Common Stock	08/13/2015		S	4,306 ⁽³⁾	D \$ 35.78 ⁽⁵⁾ 9,800,974	I	By Trust ⁽²⁾
Common Stock						I	By Trust ⁽⁶⁾

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cirne Lewis C/O NEW RELIC, INC. 188 SPEAR ST., STE. 1200 SAN FRANCISCO, CA 94105	X	X	CEO	

Signatures

Lewis Cirne, by /s/ Ron A. Metzger,
Attorney-in-Fact

08/14/2015

____Signature of Reporting Person

____Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares received for no consideration as a liquidating distribution from Four Rivers Partners II, L.P., of which the Reporting Person was a limited partner.
- (2) Shares are held directly by Lewis Cirne and Kirsten L. Vliet, as Trustees of the Cirne Family Revocable Trust UAD March 20, 2012.
- (3) Shares sold pursuant to a 10b5-1 plan.
- (4) The shares were sold at prices ranging from \$34.595 to \$35.59. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

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- (5) The shares were sold at prices ranging from \$35.62 to \$35.94. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (6) Shares are held directly by J.P. Morgan Trust Company of Delaware, as Trustee of the Cirne Family 2012 Irrevocable Trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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